

JUL 28 '05 11-05 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 28, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of June 29, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, Illinois 60601

Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062

Mr. Vernon A. Williams
July 28, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series NAHX 63609 - NAHX 64245 and NAHX 483552 - NAHX 488755 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

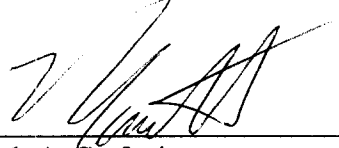
JUL 28 '05 11:05 AM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, General Electric Railcar Services Corporation ("Seller"), does hereby sell, transfer and assign to Midwest Railcar Corporation ("Buyer") all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto, subject to the terms and conditions of the Purchase Agreement, dated as of June 29, 2005, between Seller and Buyer, and the Assignment and Assumption Agreement, dated June 29, 2005, between Seller and Buyer.

General Electric Railcar Services Corporation

By: 
Name: Mark A. Stefani
Title: Vice President
Date: June 29, 2005

Schedule 1

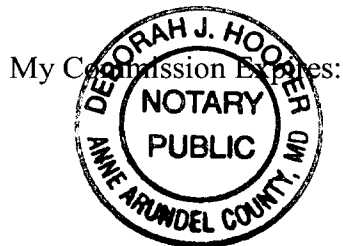
<u>Unit Count</u>	<u>AAR</u>	<u>Reporting Mark</u>
1	NAHX	63609
2	NAHX	63611
3	NAHX	63613
4	NAHX	63619
5	NAHX	63622
6	NAHX	63623
7	NAHX	63628
8	NAHX	63633
9	NAHX	63642
10	NAHX	63644
11	NAHX	63646
12	NAHX	63651
13	NAHX	64241
14	NAHX	64245
15	NAHX	483552
16	NAHX	485063
17	NAHX	485092
18	NAHX	485111
19	NAHX	487618
20	NAHX	487629
21	NAHX	487897
22	NAHX	487945
23	NAHX	488588
24	NAHX	488608
25	NAHX	488654
26	NAHX	488672
27	NAHX	488679
28	NAHX	488740
29	NAHX	488748
30	NAHX	488755

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Bill of Sale is a true and complete copy
of said Bill of Sale.

WITNESS my hand and seal this 26th day of July, 2005.

Deborah J. Hooper
Notary Public



My Commission Expires
July 01, 2006